



Entered on Docket  
March 03, 2011

A handwritten signature in black ink, appearing to read "R. B."

Hon. Linda B. Riegle  
United States Bankruptcy Judge

## UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA

In re:  
USA COMMERCIAL MORTGAGE COMPANY,  
Debtor.

Case Nos.:  
BK-S-06-10725-LBR  
BK-S-06-10726-LBR  
BK-S-06-10727-LBR  
BK-S-06-10728-LBR  
BK-S-06-10729-LBR

In re:  
USA CAPITAL REALTY ADVISORS, LLC,  
Debtor.

JOINTLY ADMINISTERED  
Chapter 11 Cases Under  
Case No. BK-S-06-10725-LBR

In re:  
USA CAPITAL DIVERSIFIED TRUST DEED  
FUND, LLC,  
Debtor.

Judge Linda B. Riegle

In re:  
USA CAPITAL FIRST TRUST DEED FUND, LLC,  
Debtor.

### **ORDER GRANTING MOTION FOR APPROVAL OF SETTLEMENT PURSUANT TO RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

Upon consideration of the Motion for Approval of Settlement Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Motion"), filed by the USACM Liquidating Trust (the "USACM Trust") pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure; of the Settlement Agreement, Mutual Release, and Covenants (the "Proposed

Settlement Agreement") between the USACM Trust (and other persons and entities), on the one hand, and Joseph D. Milanowski ("Milanowski"), on the other hand; the other papers and pleadings filed in these jointly administered bankruptcy cases and their related proceedings; and the arguments of counsel; the Court hereby finds and concludes that:

1. Notice of the Motion was properly served on all creditors and parties-in-interest in the above-referenced bankruptcy cases under applicable law and procedure, including the Federal Rules of Bankruptcy Procedure and the local rules.

2. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 1334 and 157(a), and this matter is a “core proceeding” under 28 U.S.C. § 157(b).

3. The terms of the Proposed Settlement Agreement were negotiated at arms-length and in good faith by the USACM Trust and Milanowski.

4. The terms of the Proposed Settlement Agreement: (a) are fair and equitable to the USACM Trust; (b) are in the best interests of the USACM Trust and its respective creditors and beneficiaries; and (c) meet the requirements for court approval under Rule 9019 of the Federal Rules of Bankruptcy Procedure.

5. The Motion should be granted, the Proposed Settlement should be approved, and the following order should be entered.

ACCORDINGLY, IT IS HEREBY:

ORDERED that the Motion is granted; and it is further

ORDERED that the Proposed Settlement Agreement is authorized and approved pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure; and it is further

ORDERED that Geoffrey L. Berman, in his capacity as Trustee of the USACM Trust is authorized to execute, deliver, implement, and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary to consummate the Proposed Settlement Agreement and perform any and all obligations contemplated therein on behalf of the USACM Trust; and it is further

ORDERED that this Order shall be subject to a fourteen-day appeal period under the

1 recently amended Federal Rule of Bankruptcy Procedure 8002 (the “Appeal Period”); and it is  
2 further

3 ORDERED that this Court shall retain jurisdiction to interpret and enforce the terms of  
4 the Proposed Settlement Agreement and this Order.

5  
6 PREPARED AND SUBMITTED BY:

7 DIAMOND MCCARTHY LLP

8 By: /s/ Michael J. Yoder  
9 Allan B. Diamond, TX 05801800 (pro hac vice)  
Eric D. Madden, TX 24013079 (pro hac vice)  
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11  
12 Special Litigation Counsel for  
13 USACM Liquidating Trust

1                   CERTIFICATION PURSUANT TO LOCAL RULE 9021

2                   In accordance with LR 9021, counsel submitting this document certifies as follows

3 (check one):

4                   \_\_\_\_\_

5                   The Court has waived the requirement of approval under LR  
6                   9021

7                   \_\_\_\_\_

8                   No parties appeared or filed written objections, and there is no  
9                   trustee appointed in the case.

10                  X \_\_\_\_\_

11                  I have delivered a copy of this proposed order to all counsel who  
12                  appeared at the hearing, any unrepresented parties who appeared  
13                  at the hearing, and any trustee appointed in this case, and each  
14                  has approved or disapproved the order, or failed to respond, as  
15                  indicated below [list each party and whether the party has  
16                  approved, disapproved, or failed to respond to the document.]

17                  Russ Walker

18                  No response \_\_\_\_\_

19                  DATED: February 25, 2011

20                  \_\_\_\_\_  
21                  */s/ Michael J. Yoder*

22                  Michael J. Yoder

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